

**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Previously presented) A disc replacement device comprising:
  - a shell;
  - a fulcrum, wherein the fulcrum is a spherical ball bearing having a substantially spherical surface; and
  - a damping sleeve,wherein the shell comprises:
  - a first surface adapted for articulating with the fulcrum, the first surface having a first surface shape different than the spherical surface; and
  - a second surface adapted for coupling with the damping sleeve, the first surface being separated from the second surface.
2. (Cancelled).
3. (Previously presented) The disc replacement device of claim 1 wherein the first surface shape comprises a flat surface.
4. (Previously presented) The disc replacement device of claim 2 wherein the first surface shape comprises a concave surface.
5. (Previously presented) The disc replacement device of claim 1 wherein the first surface shape comprises an irregular surface.
6. (Previously presented) The disc replacement device of claim 1 wherein the damping sleeve is configured to provide flexibility between the first and second shell surfaces.

7. (Previously presented) The disc replacement device of claim 1 wherein the damping sleeve comprises a cross-sectional shape that varies from one cross-section to another.
8. (Original) The disc replacement device of claim 1 wherein the shell comprises a metal substance.
9. (Original) The disc replacement device of claim 1 wherein the shell comprises shape memory alloys.
10. (Original) The disc replacement device of claim 1 wherein the shell comprises an orthopedic articular bearing material.
11. (Original) The disc replacement device of claim 1 wherein the damping sleeve comprises silicone.
12. (Original) The disc replacement device of claim 1 wherein the damping sleeve comprises shape memory alloys.
13. (Original) The disc replacement device of claim 1 wherein the damping sleeve is configured to produce a cavity for receiving a lubrication medium.
14. (Original) The disc replacement device of claim 1 further comprising an internal ring.

15. (Withdrawn) A shell system for use with a spherical ball bearing disc replacement device, the shell system comprising:
- a first shell comprising a first portion adapted for coupling with a second shell and a second portion adapted for coupling with a damping sleeve; and
  - a second shell comprising a first surface adapted for coupling with the first portion of the first shell and a second surface adapted for articulating with the spherical ball bearing.
16. (Withdrawn) The shell system of claim 15 wherein the first shell comprises titanium.
17. (Withdrawn) The shell system of claim 15 wherein the second shell comprises at least one from the group consisting of ceramic, cobalt chrome, polymer, stainless steel, and polyethylene.
18. (Withdrawn) The shell system of claim 15 further comprising an internal ring.
- 19-22. (Cancelled).
23. (Previously presented) The disc replacement device of claim 1, wherein the first surface shape is a spherical shape having a diameter different than a diameter of the spherical surface of the ball bearing.
24. (Previously presented) The disc replacement device of claim 1, wherein the shell further comprises a closure portion about the second surface.
25. (Previously presented) The disc replacement device of claim 1, wherein the first surface is separated from the second surface by a step-like change in height.

26. (Previously presented) The disc replacement device of claim 1, wherein the first surface is separated from the second surface by an internal ring.
27. (Currently amended) A disc replacement device comprising:  
a shell having an inner surface;  
a substantially spherical ball bearing having a surface; and  
a damping sleeve extending substantially perpendicular to the inner surface,  
wherein the shell comprises:  
a first shell surface adapted for articulating with the ~~fulcrum~~ ball bearing, the first shell surface having a first surface shape different than the surface of the ball bearing; and  
a second shell surface adapted for coupling with the damping sleeve.